

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Feeley Kevin</u> _____ (Last) (First) (Middle) <u>C/O GENEDX HOLDINGS CORP.</u> _____ (Street) <u>STAMFORD CT 06902</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>GeneDx Holdings Corp. [ WGS ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHIEF FINANCIAL OFFICER</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>09/30/2025</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/30/2025		M <sup>(1)</sup>		1,246	A	\$32.67	10,001	D	
Class A Common Stock	09/30/2025		S <sup>(1)</sup>		344	D	\$105.2412 <sup>(2)</sup>	9,657	D	
Class A Common Stock	09/30/2025		S <sup>(1)</sup>		387	D	\$106.8574 <sup>(3)</sup>	9,270	D	
Class A Common Stock	09/30/2025		S <sup>(1)</sup>		2,715	D	\$107.6835 <sup>(4)</sup>	6,555	D	
Class A Common Stock	09/30/2025		S <sup>(1)</sup>		2,152	D	\$108.667 <sup>(5)</sup>	4,403	D	
Class A Common Stock	09/30/2025		S <sup>(1)</sup>		421	D	\$110.0474 <sup>(6)</sup>	3,982	D	
Class A Common Stock	09/30/2025		S <sup>(1)</sup>		520	D	\$111.9312 <sup>(7)</sup>	3,462	D	
Class A Common Stock	09/30/2025		S <sup>(1)</sup>		70	D	\$113.68	3,392 <sup>(8)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$32.67	09/30/2025		M <sup>(1)</sup>			1,246		(9)	08/31/2032	Class A Common Stock	1,246	\$0	4,982	D	

**Explanation of Responses:**

- The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 21, 2024.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$104.98 to \$105.91, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote and in footnotes 3 through 7.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$106.1354 to \$107.01, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$107.22 to \$108.20, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$108.23 to \$109.1754, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$109.3225 to \$110.25, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$111.50 to \$112.04, inclusive.
- Following the reported sales effectuated pursuant to a 10b5-1 plan, in addition to the 3,392 shares of Class A common stock beneficially owned by the Reporting Person, the Reporting Person beneficially owned restricted stock units ("RSUs") representing contingent rights to receive up to an aggregate of 124,633 shares of Class A common stock and options to purchase up to an aggregate of 25,906 shares of Class A common stock, which RSUs and options vest according to their respective terms.
- The award vested or vests as to 6.25% of the total award quarterly over the 4-year period commencing on December 1, 2022 until fully vested, subject to the Reporting Person's continued service to the Issuer on each vesting date.

/s/ Bridget Brown, Attorney-in-Fact 10/01/2025

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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